

11th September, 2024

To,
General Manager
The Bombay Stock Exchange India Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai- 400001

Reference: ISIN - INE469F01026; Symbol-KCLINFRA

Dear Sir/Ma'am,

Sub: Voting results as per Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 of the 29th Annual General Meeting of the Company KCL Infra Projects Limited held on Monday, 09th September, 2024.

We wish to inform you that the Members of the Company at the Annual General Meeting held on Monday, 09th September, 2024 have duly approved the business as specified in the notice convening the meeting viz:

We are enclosing herewith Combine e-voting results as per Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, proceedings of the Annual General Meeting held on Monday, 09th September, 2024 as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (IST) through Video Conferencing ("VC") at the Registered Office of the company situated at (Deemed venue B-3/204, Saket Complex Thane (West) Thane Thane MH 400601 IN at 02:30 P.M. and the report on e-voting of Ms Vishakha Agrawal , Practicing Company Secretary, Indore, scrutinizer appointed by the Board.

You are requested to take note of the same and bring it to the notice of all concerned.

Thanking you.

Yours faithfully

For KCL Infra Projects Limited

Mohan Jhavar
Chairman
DIN:- 00495473



Enclosed as above:

1. E-voting Results as per Annexure I of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. Combined Report of Scrutinizer

**Annexure
Voting Results**

Date of the AGM	09 th September, 2024
Total number of shareholders on record date	25149
No. of shareholders joined the meeting personally: Promoters and Promoter Group: Public:	N.A. 1
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public	79 1 80

ITEM NO. 1:

ADOPTION OF AUDITED FINANCIAL STATEMENTS:

Ordinary Resolution: To receive, consider and adopt the Audited Financial Statement of the company for the financial year ended on March 31, 2024 including the Balance Sheet as at March 31, 2024 the Statement of Profit and Loss Accounts and Cash flow statement for the year ended on that date along with reports of the Board of Director's and the Auditor's thereon.

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

Resolution required: (Ordinary/ Special)				Ordinary Resolution				
Category	Mode of Voting	No. of shares held (1)	No. of votes (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter	E-	38646210	38646210	100.00	38646210	0	100.00	0

Group	VOTING								
	POLL		0	0.00	0	0	0.00	0	
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0	
	Total	38646210	38646210	100.00	38646210	0	100.00	0	
Public- Instituti	Non	E- VOTING	130236443	1873927	1.43884	1873892	35	99.9981	0.0019
		POLL		0	0.00	0	0	0.00	0
		POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0
		Total	130236443	1873927	1.43884	1873892	35	99.9981	0.0019
Public- Institutions	E- VOTING	29210	0	0.00	0	0	0.00	0.00	
	POLL		0	0.00	0	0	0.00	0	
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0	
	Total	29210	0.00	0.00	0.00	0.00	0.00	0.00	
Total		168911863	40520137	23.9889	40520102	35	99.999914	0.000086	
Whether resolution passed or not							YES		

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in Item No. 1 of the Notice of the AGM has been **passed** with **requisite majority**.

ITEM NO. 2:

RE-APPOINTMENT OF THE STATUTORY AUDITOR:

ORDINARY RESOLUTION: “RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee, For SCAN & Co, Chartered Accountants, having Firm Registration No. 113954Wbe and are hereby reappointed as the Statutory Auditors of the Company for the second consecutive term of five years, from the conclusion of this 29th Annual General Meeting till the conclusion of the 35th Annual General Meeting to be held in the year 2029, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Resolution required: (Ordinary/ Special)				Ordinary Resolution				
Category	Mode of Voting	No. of shares held (1)	No. of votes (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-VOTING	38646210	38646210	100.00	38646210	0	100.00	0
	POLL		0	0.00	0	0	0.00	0
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0
	Total		38646210	38646210	100.00	38646210	0	100.00
Public- Non Institutios	E-VOTING	130236443	1873927	1.43884	1873781	146	99.9922	0.0078
	POLL		0	0.00	0	0	0.00	0

	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0
	Total	130236443	1873927	1.43884	1873781	146	99.9922	0.0078
Public-Institutions	E-VOTING	29210	0	0.00	0	0	0.00	0
	POLL		0	0.00	0	0	0.00	0
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0
	Total		29210	0	0.00	0	0	0.00
Total		168911863	40520137	23.9889	40519991	146	99.99964	0.00036
Whether resolution passed or not							YES	

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in Item No. 2 of the Notice of the AGM has been **passed** with **requisite majority**.

ITEM NO. 3:

TO APPOINT A DIRECTOR IN PLACE OF MR. RAHUL KHANDE (DIN: 08095192), WHO IS LIABLE TO RETIRE BY ROTATION AT THIS ANNUAL GENERAL MEETING AND BEING ELIGIBLE HAS OFFERED HIMSELF FOR RE-APPOINTMENT.

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Resolution required: (Ordinary/ Special)				Ordinary Resolution				
Category	Mode of Voting	No. of shares held (1)	No. of votes (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]

								*100
Promoter and Promoter Group	E-VOTING	38646210	38646210	100.00	38646210	0	100.00	0
	POLL		0	0.00	0	0	0.00	0
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0
	Total		38646210	38646210	100.00	38646210	0	100.00
Public- Non Institutios	E-VOTING	130236443	1873927	1.43884	1873781	146	99.9922	0.0078
	POLL		0	0.00	0	0	0.00	0
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0
	Total		130236443	1873927	1.43884	1873781	146	99.9922
Public-Institutions	E-VOTING	29210	0	0.00	0	0	0.00	0
	POLL		0	0.00	0	0	0.00	0
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0
	Total		29210	0	0.00	0	0	0.00
Total		168911863	40520137	23.9889	40519991	146	99.99964	0.00036
Whether resolution passed or not							YES	

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in Item No. 3 of the Notice of the AGM has been **passed** with **requisite majority**.

ITEM NO. 4 Appointment of Mr. Sameer Awasthi as Independent director of the company in place of Mr. Archit Yadav on account of completion of his tenure of one term of five years.

SPECIAL RESOLUTION: “**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee for appointment of Mr. Sameer Awasthi (DIN:10733089) as an Independent Director of the Company w.e.f. September 9th, 2024 who has submitted a declaration that he meets the criteria for the independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and , be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from September 09th, 2024 till September 09th, 2029 in place of Mr. Archit Yadav on account of completion of his tenure of one term of 5 years as independent director of the company.

RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) or any of the Company be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.”

Resolution required: (Ordinary/ Special)				Special Resolution				
Category	Mode of Voting	No. of shares held (1)	No. of votes (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-VOTING	38646210	38646210	100.00	38646210	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0
	Total		38646210	38646210	100.00	38646210	0	100.00
Public- Non Institutios	E-VOTING	130236443	1873927	1.43884	1873781	146	99.9922	0.0078

	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	Total	130236443	1873927	1.43884	1873781	146	99.9922	0.0078
Public- Institutions	E- VOTING	29210	0	0.00	0	0	0.00	0
	POLL		0	0.00	0	0	0.00	0
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0
	Total		29210	0	0.00	0	0	0.00
Total		168911863	4052013 7	23.9889	40519991	146	0.00036	0.0003 6
Whether resolution passed or not							YES	

Based on the aforesaid result, we report that the **Special Resolution** as set out in Item No. 4 of the Notice of the AGM has been **passed** with **requisite majority**.

ITEM NO. 5. Re-issue of forfeited equity shares arising out of forfeiture of rights equity shares for non-payment of first and final rights Call money.

SPECIAL RESOLUTION: RESOLVED THAT in accordance with the applicable provisions of the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, subject to other permissions and approvals, if any, as may be required, consent of the Company be and is hereby accorded to Re-issue the forfeited Rights Equity Shares arising out of Forfeiture of Rights Equity Shares by the Board for Non-payment of First and Final Rights Call Money to any person/s as the Board thinks proper, as set out in the Explanatory Statement annexed to the Notice convening this Meeting."

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.

Resolution required: (Ordinary/ Special)				Special Resolution				
Category	Mode of Voting	No. of shares	No. of votes	% of Votes cast	No. of Votes in	No. of Votes	% of Votes in	% of Votes

		held (1)	(2)	on outstandi ng shares (3)=[(2)/(1)]* 100	favour (4)	again st (5)	favour on votes casted (6)=[(4)/ (2)]*100	again st on votes caste d (7)=[(5)/(2)] *100
Promoter and Promoter Group	E- VOTING	38646210	3864621 0	100.00	38646210	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0
	POSTAL BALLOT (if applicable		0	0.00	0	0	0.00	0
	Total		38646210	3864621 0	100.00	38646210	0	100.00
Public- Non Instititios	E- VOTING	130236443	1873927	1.43884	1873892	35	99.9981	0.0019
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable		0	0.00	0	0	0.00	0.00
	Total		130236443	1873927	1.43884	1873892	35	99.9981
Public- Institutions	E- VOTING	29210	0	0.00	0	0	0.00	0
	POLL		0	0.00	0	0	0.00	0
	POSTAL BALLOT (if applicable		0	0.00	0	0	0.00	0
	Total		29210	0	0.00	0	0	0.00
Total		168911863	4052013 7	23.9889	40520102	35	99.999914	0.0000 86

Whether resolution passed or not	YES
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Based on the aforesaid result, we report that the **Special Resolution** as set out in Item No. 5 of the Notice of the AGM has been **passed with requisite majority**

ITEM NO. 6: Approval to advance loan(s), to give any guarantee(s) and/or to provide any security(ies) under Section 185 of the Companies Act, 2013

SPECIAL RESOLUTION: “**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), provisions of all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time and such other approvals, if any, as may be required in this behalf, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”, which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution), to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/Loan taken/to be taken/availed/to be availed by any entity which is a Subsidiary, Associate, Joint Venture or such other entity/person as specified under Section 185 of the Companies Act, 2013, in which any Director of the Company is or will be deemed to be interested, from time to time, upto an aggregate limit of sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, in one or more tranches, which the Board may, in its absolute discretion deem beneficial and in the interest of the Company, provided that such loan(s) shall be utilised by borrowing entity(ies) for its/their Principal Business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to negotiate, finalise, agree, vary or modify the terms and conditions for advancing aforesaid loan(s), Investment(s), Corporate Guarantee(s) and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities, including but not limited to making requisite filings with any statutory authorities/regulatory bodies, and to do all such acts, deeds or things incidental or expedient thereto as the Board may think fit and suitable in the interest of the Company.”

Resolution required: (Ordinary/ Special)				Special Resolution				
Category	Mode of Voting	No. of shares held (1)	No. of votes (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter	E-	38646210	3864621	100.00	38646210	0	100.00	0.00

and Promoter Group	VOTING		0					
	POLL		0	0.00	0	0	0.00	0
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0
	Total	38646210	38646210	100.00	38646210	0	100.00	0.00
Public- Non Institutios	E-VOTING		1873927	1.43884	1873630	297	99.98415	0.01585
	POLL	130236443	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	Total	130236443	1873927	1.43884	1873630	297	99.98415	0.01585
Public-Institutions	E-VOTING		0	0.00	0	0	0.00	0
	POLL	29210	0	0.00	0	0	0.00	0
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0
	Total	29210	0	0.00	0	0	0.00	0
Total		168911863	40520137	23.9889	40519840	297	99.99927	0.00073
Whether resolution passed or not							YES	

Based on the aforesaid result, we report that the **Special Resolution** as set out in Item No. 6 of the Notice of the AGM has been **passed** with **requisite majority**.

ITEM NO. 7:

Increase in remuneration of Managing Director.

SPECIAL RESOLUTION: RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) , and the Articles of Association of the Company and subject to approval of Nomination & Remuneration Committee as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to Managing director of the Company up to the limit of Rs.84,00,000 (Rupees.Eighty Four Lakhs Only).

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to the Managing Director, subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

Resolution required: (Ordinary/ Special)				Special Resolution				
Category	Mode of Voting	No. of shares held (1)	No. of votes (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-VOTING	38646210	61740	0.15976	61740	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0
	Total		38646210	61740	0.15976	61740	0	100.00
Public- Non Institutios	E-VOTING	130236443	1873927	1.43884	1871908	2019	99.89226	0.10774

	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	Total	130236443	1873927	1.43884	1871908	2019	99.89226	0.1077 4
Public- Institutions	E- VOTING	29210	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0
	Total		29210	0	0.00	0	0	0.00
Total		168911863	1935667	1.1460	1933648	2019	99.89226	0.1043
Whether resolution passed or not							YES	

* 38583970 Equity Shares of Mr. Mohan Jhawar and 500 Equity Shares of Mohan Deekishan Jhawar HUF (Karta Mr. Mohan Jhawar), have not been taken into count, being interested in the above resolution.

Based on the aforesaid result, we report that the **Special Resolution** as set out in Item No. 7 of the Notice of the AGM has been **passed** with **requisite majority**.

Thanking you,

Yours faithfully,

For KCL Infra Projects Limited



Mohan Jhawar
Chairman cum Managing Director
DIN:- 00495473

VISHAKHA AGRAWAL & ASSOCIATES

Practising Company Secretaries
301, Goyal Vihar, Gate No. 2
Khajrana Road, Indore (M.P.)
E-mail: csvishakhagrawal@gmail.com
Contact No. 9424501155, 8518888114

CONSOLIDATED SCRUTINIZER'S REPORT (In Lieu of E-Voting at the AGM)

(Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Rule 20 and 21(2) of the Companies (Management and Administration) Rules, 2014

To
The Chairman
KCL INFRA PROJECTS LIMITED
CIN: L45201MH1995PLC167630
B-3/204, Saket Complex
Thane (West), MH - 400601

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 29th Annual General Meeting of the Company held on Monday, the 09th September, 2024 at 2:30 p.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

I, Vishakha Agrawal, Proprietor of M/s Vishakha Agrawal & Associates, Practicing Company Secretaries, Indore have been appointed as scrutinizer by the Board of Directors of **KCL Infra Projects Limited** ("the Company") for the purpose of scrutinizing, in a fair and transparent manner, the e-voting process carried out in respect of below mentioned resolutions as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rule), as amended, for the **Twenty-Ninth Annual General Meeting** (AGM) of the Company, held on Monday, the **09th September, 2024** at 2:30 p.m. through Video Conferencing or Other Audio Visual Means (OAVM) and for which purpose the registered office of the Company situated at B-3/204, Saket Complex, Thane (West), Maharashtra - 400601 shall be deemed as the venue of the meeting and the proceedings of the AGM made there at.

Pursuant to the General Circulars issued by the Ministry of Corporate Affairs on 8th April 2020, 13th April 2020, 5th May, 2020 and SEBI Circular dated 12th May, 2020, an advertisement was published in Financial Express (English), Mumbai and Mumbai Lakshadeep (Marathi), Mumbai newspaper dated 17th August 2024 specifying the remote e-voting process, book closure and the date and time of 29th AGM.

The notice dated 14th August, 2024 of the AGM, as confirmed by the Company was sent through electronic mode to the Members whose email addresses are registered with the Company/ Depositories and was hosted on the Company's website at **www.kclinfra.com** and website of Bombay Stock Exchange Limited at **www.bseindia.com**.

The Company had appointed Central Depository Services Limited ("CSDL") as the agency for providing the platform for remote e-voting and e-voting at the AGM of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting at the AGM and through electronic means on the resolutions contained in the Notice to the 29th AGM of the members of the Company.

My responsibility as scrutinizer is restricted to make a Scrutinizer's Report of the Votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by Central Depositories Services Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

I submit herewith my report as under:

- i. The e-voting period remained open from Friday 06th September, 2024 at 9.00 a.m. to Sunday, 08th September, 2024, 5.00 p.m.
- ii. The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.
- iii. The members of the Company as on the "Cut-Off" date i.e. 20th August 2024 were entitled to vote on the resolutions as set out in the notice of the 29th AGM of the Company.
- iv. Thereafter the details containing inter alia, list of Equity Share Holders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com>, based on such reports generated and the physical voting at the AGM, the result of the voting is as under:-
 - a. 58 members had cast their votes through remote e-voting.
 - b. 17 member present in the meeting cast their votes through e-voting at the AGM

ITEM NO. 1:

ADOPTION OF FINANCIAL STATEMENTS:

Ordinary Resolution: To receive, consider and adopt the **Audited Financial Statement** of the company for the financial year ended on March 31, 2024 including the Balance Sheet as at March 31, 2024 the Statement of Profit and Loss Accounts and Cash flow statement for the year ended on that date along with reports of the Board of Director's and the Auditor's thereon.

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	38646210	38646210	100.00	38646210	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL		38646210	38646210	100.00	38646210	0	100.00
Public – Non Institutions	E-VOTING	130236443	1873927	1. 438865	1873892	35	99.9981	0.0019
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL		130236443	1873927	1. 438865	1873892	35	99.9981
Public-Institutions	E-VOTING	29210	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL		29210	0	0.00	0	0	0.00
TOTAL		168911863	40520137	23.9889	40520102	35	99.999914	0.000086
Whether resolution passed or not							Yes	

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in Item No. 1 of the Notice of the AGM has been **passed** with **requisite majority**.

ITEM NO. 2:

RE-APPOINTMENT OF THE STATUTORY AUDITOR:

ORDINARY RESOLUTION: RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee, For SCAN & Co, Chartered Accountants, having Firm Registration No. 113954Wbe and are hereby reappointed as the Statutory Auditors of the Company for the second consecutive term of five years, from the conclusion of this 29th Annual General Meeting till the conclusion of the 35th Annual General Meeting to be held in the year 2029, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	38646210	38646210	100.00	38646210	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL		38646210	38646210	100.00	38646210	0	100.00
Public – Non Institutions	E-VOTING	130236443	1873927	1. 438865	1873781	146	99.9922	0.0078
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL		130236443	1873927	1. 438865	1873781	146	99.9922
Public-Institutions	E-VOTING	29210	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL		29210	0	0.00	0	0	0.00
TOTAL		168911863	40520137	23.9889	40519991	146	99.99964	0.00036
Whether resolution passed or not							Yes	

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in Item No. 2 of the Notice of the AGM has been **passed** with **requisite majority**.

ITEM NO. 3:

Ordinary Resolution: To appoint a Director in place of Mr. Rahul Khande (DIN: 08095192), who is liable to retire by rotation at this Annual General meeting and being eligible has offered himself for re-appointment.

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	38646210	38646210	100.00	38646210	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL		38646210	38646210	100.00	38646210	0	100.00
Public – Non Institutions	E-VOTING	130236443	1873927	1.438865	1873781	146	99.9922	0.0078
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL		130236443	1873927	1.438865	1873781	146	99.9922
Public-Institutions	E-VOTING	29210	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL		29210	0	0.00	0	0	0.00
TOTAL		168911863	40520137	23.9889	40519991	146	99.99964	0.00036
Whether resolution passed or not							Yes	

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in Item No. 3 of the Notice of the AGM has been **passed** with **requisite majority**.

ITEM NO. 4:

Appointment of Mr. Sameer Awasthi as Independent director of the company in place of Mr. Archit Yadav on account of completion of his tenure of one term of five years.

SPECIAL RESOLUTION: “RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee for appointment of Mr. Sameer Awasthi (DIN:10733089) as an Independent Director of the Company w.e.f. September 9th, 2024 who has submitted a declaration that he meets the criteria for the independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and , be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from September 09th, 2024 till September 09th, 2029 in place of Mr. Archit Yadav on account of completion of his tenure of one term of 5 years as independent director of the company.

“RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) or any of the Company be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.”

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	38646210	38646210	100.00	38646210	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL		38646210	38646210	100.00	38646210	0	100.00
Public – Non Institutions	E-VOTING	130236443	1873927	1. 438865	1873781	146	99.9922	0.0078
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL		130236443	1873927	1. 438865	1873781	146	99.9922
Public-Institutions	E-VOTING	29210	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL		29210	0	0.00	0	0	0.00
TOTAL		168911863	40520137	23.9889	40519991	146	99.99964	0.00036
Whether resolution passed or not							Yes	

Based on the aforesaid result, we report that the **Special Resolution** as set out in Item No. 4 of the Notice of the AGM has been **passed** with **requisite majority**.

ITEM NO. 5:

Re-issue of forfeited equity shares arising out of forfeiture of rights equity shares for non-payment of first and final rights Call money.

SPECIAL RESOLUTION: RESOLVED THAT in accordance with the applicable provisions of the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, subject to other permissions and approvals, if any, as may be required, consent of the Company be and is hereby accorded to Re-issue the forfeited Rights Equity Shares arising out of Forfeiture of Rights Equity Shares by the Board for Non-payment of First and Final Rights Call Money to any person/s as the Board thinks proper, as set out in the Explanatory Statement annexed to the Notice convening this Meeting."

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	38646210	38646210	100.00	38646210	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL		38646210	38646210	100.00	38646210	0	100.00
Public – Non	E-VOTING	130236443	1873927	1. 438865	1873892	35	99.9981	0.0019

Institutions	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL	130236443	1873927	1.438865	1873892	35	99.9981	0.0019
Public- Institutions	E-VOTING	29210	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL		29210	0	0.00	0	0	0.00
TOTAL		168911863	40520137	23.9889	40520102	35	99.999914	0.000086
Whether resolution passed or not							Yes	

Based on the aforesaid result, we report that the **Special Resolution** as set out in Item No. 5 of the Notice of the AGM has been **passed** with **requisite majority**.

ITEM NO. 6:

Approval to advance loan(s), to give any guarantee(s) and/or to provide any security(ies) under Section 185 of the Companies Act, 2013

SPECIAL RESOLUTION: “RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), provisions of all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time and such other approvals, if any, as may be required in this behalf, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”, which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution), to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/Loan taken/to be taken/availed/to be availed by any entity which is a Subsidiary, Associate, Joint Venture or such other entity/person as specified under Section 185 of the Companies Act, 2013, in which any Director of the Company is or will be deemed to be interested, from time to time, upto an aggregate limit of sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, in one or more tranches, which the Board may, in its absolute discretion deem beneficial and in the interest of the Company, provided that such loan(s) shall be utilised by borrowing entity(ies) for its/their Principal Business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to negotiate, finalise, agree, vary or modify the terms and conditions for advancing aforesaid loan(s), Investment(s), Corporate Guarantee(s) and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities, including but not limited to making requisite filings with any statutory authorities/regulatory bodies, and to do all such acts, deeds or things incidental or expedient thereto as the Board may think fit and suitable in the interest of the Company.”

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	38646210	38646210	100.00	38646210	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00

	TOTAL	38646210	38646210	100.00	38646210	0	100.00	0.00
Public – Non Institutions	E-VOTING	130236443	1873927	1.438865	1873630	297	99.98415	0.01585
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL	130236443	1873927	1.438865	1873630	297	99.98415	0.01585
Public-Institutions	E-VOTING	29210	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL	29210	0	0.00	0	0	0.00	0.00
TOTAL		168911863	40520137	23.9889	40519840	297	99.99927	0.00073
Whether resolution passed or not							Yes	

Based on the aforesaid result, we report that the **Special Resolution** as set out in Item No. 6 of the Notice of the AGM has been **passed** with **requisite majority**.

ITEM NO. 7:

Increase in remuneration of Managing Director.

SPECIAL RESOLUTION: RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) , and the Articles of Association of the Company and subject to approval of Nomination & Remuneration Committee as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to Managing director of the Company up to the limit of Rs.84,00,000 (Rupees.Eighty Four Lakhs Only).

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to the Managing Director, subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	38646210	61740	0.15976	61740	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL	38646210	61740	0.15976	61740	0	100.00	0.00
Public – Non Institutions	E-VOTING	130236443	1873927	1.438865	1871908	2019	99.89226	0.10774
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL	130236443	1873927	1.438865	1871908	2019	99.89226	0.10774
Public-Institutions	E-VOTING	29210	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00

	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL	29210	0	0.00	0	0	0.00	0.00
TOTAL		168911863	1935667	1.14596	1933648	2019	99.8957	0.1043
Whether resolution passed or not								Yes

* 38583970 Equity Shares of Mr. Mohan Jhawar and 500 Equity Shares of Mohan Deekishan Jhawar HUF (Karta Mr. Mohan Jhawar), have not been taken into count, being interested in the above resolution.

Based on the aforesaid result, we report that the **Special Resolution** as set out in Item No. 7 of the Notice of the AGM has been **passed** with **requisite majority**.

Thanking you,

Yours faithfully,

FOR VISHAKHA AGRAWAL & ASSOCIATES
Practicing Company Secretaries

Vishakha Agrawal
Digitally signed by
Vishakha Agrawal
Date: 2024.09.11
15:22:56 +05'30'

VISHAKHA AGRAWAL
M.No: 39298, C.P. No. 15088
UDIN: A039298F001189141

Place: INDORE
Date: 10th September 2024